

Exhibit 1

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

DAVID LEAPARD and IMF FINANCE SA on their
own behalf and on behalf of all others similarly
situated,

Plaintiffs,

v.

ALLEN T.Y. CHAN, DAVID J. HORSLEY, KAI
KIT POON, W. JUDSON MARTIN, WILLIAM E.
ARDELL, JAMES P. BOWLAND, JAMES M.E.
HYDE, EDMUND MAK, GARRY J. WEST,
ALBERT IP, ALFRED C.T. HUNG, GEORGE HO,
SIMON YEUNG, POYRY (BEIJING)
CONSULTING COMPANY LIMITED, BANC OF
AMERICA SECURITIES LLC, CREDIT SUISSE
SECURITIES (USA) LLC, SINO-FOREST
CORPORATION, AND ERNST & YOUNG LLP,,

Defendants.

Case No. 1:12-cv-01726 (AT)

[PROPOSED] ORDER

WHEREAS, Plaintiffs David Leopard and IMF Finance SA filed a class action lawsuit on January 27, 2012 in New York Supreme Court, County of New York, naming Defendant Sino-Forest Corporation and various additional Defendants;

WHEREAS, the case was removed to this Court on March 8, 2012 (Dkt. No. 1) (the “Action”);

WHEREAS, on September 28, 2012, Lead Plaintiffs David Leopard, IMF Finance SA, and Myong Hyon Yoo (“Lead Plaintiffs”) filed an Amended Complaint (Dkt. No. 31) adding additional defendants and certain claims under the Securities Act of 1933 and the Securities Exchange Act of 1934;

WHEREAS, on March 30, 2012, and in response to parallel actions in Ontario and Quebec (the “Canadian Actions”) and this Action, Sino-Forest Corporation sought and was granted protection from its creditors pursuant to the Canadian Companies’ Creditors Arrangement Act (CCAA) (the “Canadian Insolvency”) resulting in an automatic stay of this Action and the Canadian Actions, subject to the Plan of Compromise and Reorganization approved on December 12, 2012 by the Honorable Geoffrey B. Morawetz, the Ontario Superior Court judge presiding over the Canadian Actions;

WHEREAS, on February 4, 2013, Sino-Forest Corporation sought recognition of the Canadian Insolvency proceeding under U.S. jurisdiction by commencing an action in United States Bankruptcy Court, Southern District of New York entitled *In re Sino-Forest Corp.*, No. 13-10361 (S.D.N.Y. Bankr. Feb. 4, 2013) (the “U.S. Bankruptcy Action”);

WHEREAS, Lead Plaintiffs previously filed status reports with the Court regarding ongoing developments with respect to this Action (Dkt. Nos. 50, 53, 56, 57) (the “Status Report(s)”);

WHEREAS, as described in various Status Reports, several settlements coordinated between the Canadian Actions and this Action resulted in the approval of global settlements, following the issuance of court-approved notices of settlement, with Defendants Ernst & Young, certain Dealers,¹ and individual Defendant David J. Horsley, and each settlement was recognized in the U.S. Bankruptcy Action;

¹ The Dealer Settlement released claims asserted against underwriters named in this Action who are: Credit Suisse Securities (Canada) Inc., TD Securities Inc., Dundee Securities Corporation, RBC Dominions Securities Inc., Scotia Capital Inc., CIBC World Markets Inc., Merrill Lynch Canada Inc., Canaccord Financial Ltd., Maison Placements Canada Inc., Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce Fenner & Smith Incorporated (successor by merger to Banc of America Securities LLC).

WHEREAS, on June 10, 2015, the Court granted a further stay of this Action, in lieu of parallel ongoing class actions and the Canadian Insolvency proceedings, and pending the final disposition of Canadian Actions (Dkt. No. 51);

WHEREAS, in addition to the above-described settlements, an additional settlement was reached with Defendants William Ardell (“Ardell”), James Bowland (“Bowland”), James Hyde (“Hyde”) and Garry West (“West”), and approved by Judge Morawetz in the Canadian Actions on March 29, 2016;

WHEREAS, on June 7, 2016, this Court entered an order (the “Previous Director Dismissal Order”) dismissing Ardell, Bowland, Hyde and West from this Action without prejudice (Dkt. No. 59);

WHEREAS, on July 28, 2016, Plaintiffs in the Canadian Actions and Lead Plaintiffs in this Action reached a settlement in principle with various parties, including Defendants Martin, Mak, Ardell, Bowland, Hyde and West (the “July 2016 Proposed Settlement”), and sought approval of the settlement with the Ontario Superior Court where the Canadian Actions and Canadian Insolvency proceedings are pending before Justice Morawetz;

WHEREAS, the July 2016 Proposed Settlement is conditioned on, among other things, final court approval in the Canadian Actions that the settlement is fair and reasonable, payment of \$750,000 by the Directors (including Martin and Mak), or insurers on their behalf, for distribution to the Canadian and U.S. Class Members, and dismissal with prejudice of Plaintiffs’ claims in this Action against Defendants Martin, Mak, Ardell, Bowland, Hyde and West;

WHEREAS, the Ontario Superior Court approved notice of the July 2016 Settlement in the Canadian Actions to all Class Members in both the Canadian and U.S. Actions who have

received notices of all prior settlements which occurred through Sino-Forest's insolvency proceedings;

WHEREAS, on September 30, 2016, notice was published and sent to Canadian Class Members in the Canadian Actions and U.S. Class Members in this Action that apprised Class Members of the additional July 2016 Proposed Settlement and of their right to object (the "July 2016 Settlement Notice");

WHEREAS, on November 16, 2016 Justice Morawetz of the Ontario Superior Court approved the July 2016 Settlement;

WHEREAS, on November 18, 2016, Lead Plaintiffs filed a Notice of Dismissal;

WHEREAS, subject to the provisions of Federal Rule of Civil Procedure 23(e), Rule 41(a)(1)(A)(i) permits the plaintiff in an action to file a notice of dismissal if such notice is filed before the opposing party serves either an answer or a motion for summary judgment;

WHEREAS, no answers or motions for summary judgment have been filed in this Action; and

WHEREAS, given the prior proceedings and settlements approved through the Canadian Actions and the U.S. Bankruptcy Action, the multiple court-approved notices issued in those proceedings, and the additional July 2016 Settlement Notice approved by Justice Morawetz that was sent to Canadian Class Members and U.S. Class Members on September 30, 2016, and in light of the circumstances of this Action (including that no class was certified, no answer was filed and that certain foreign national defendants were not successfully served), Rule 23(e) requires no further notice;

IT IS HEREBY ORDERED THAT:

1. Lead Plaintiffs' claims against Defendants W. Judson Martin and Edmund Mak are hereby dismissed with prejudice.
2. The Previous Director Dismissal Order is amended to state that Lead Plaintiffs' claims against Defendants William Ardell, James Bowland, James Hyde and Garry West are dismissed with prejudice.

SO ORDERED.

Dated: _____, 2016
New York, New York

THE HONORABLE ANALISA TORRES
UNITED STATES DISTRICT JUDGE